

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2179 & 2197

**REVISED CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
ASSUMPTION AND ASSIGNMENT OF TRAVERSE CITY LEASE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 3, 2025, the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of all Claims, Liens, Rights, Interests, and Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”),² pursuant to which, among other things, the Debtors sold substantially all of

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not defined herein are defined in the Sale Order.

their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. Cherryland Center LLC (“**Landlord**”), as landlord, and Big Lots Stores, LLC, as lessee, are parties to a lease for non-residential real property located at 1144 W South Airport Rd, Traverse City, MI 49686 (the “**Lease**”).

3. In furtherance of the Designation Rights, GBRP notified the Debtors of its determination to designate the Lease to AirOPark TC, LLC (“**AOP**”) on March 5, 2025. Pursuant to that notice, the Debtors filed the *Notice of Filing of Nineteenth Post-Closing Designation Notice* [D.I. 2179] (the “**Notice**”) seeking to assign the Lease to AOP, effective March 5, 2025.

4. The Debtors previously filed the *Certification of Counsel Regarding Order Approving Assumption and Assignment of Traverse City Lease* [D.I. 2197] and have modified the proposed form of order (the “**Proposed Order**”), attached hereto as **Exhibit 1**, to clarify that the Debtors will not abandon third party property and to remove the representation that the Debtors are unaware of any third parties with interests in the FF&E (as defined in the Proposed Order). A redline of the Proposed Order against the previous order is attached hereto as **Exhibit 2**.

5. The Debtors, GBRP, AOP and the Landlord have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: March 13, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Brianna N. V. Turner
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Casey B. Sawyer (7260)
Brianna N. V. Turner (7468)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
csawyer@morrisnichols.com
bturner@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession